

University of East London

Board of Governors

Statement of primary responsibilities
and Scheme of delegation
2023-24

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1 Introduction

- 1.1 The Board of Governors' Statement of primary responsibilities and our Scheme of Delegation ("Scheme") have been drawn up under the Instrument and Articles of Government of the University of East London. In the case of any discrepancies in wording between the two documents, the Instrument and Articles take precedence.
- 1.2 The Statement and Scheme are major parts of our overall governance framework. Together they are intended to help committees and individuals understand their roles and the limits of their powers and to ensure efficient decision-taking. They are also closely related to the Bye Laws, Standing Orders and University's Financial Regulations which should be consulted accordingly. The Bye Laws, Standing Orders and University's Financial Regulations are also subordinate to the Instrument and Articles of Government.
- 1.3 Our Scheme of Delegation has been drafted in accordance with the Committee of University Chairs (CUC) Code of Governance and model Statement of Primary Responsibilities. It follows the principle that it is efficient and cost-effective for decisions to be delegated to the lowest level possible, providing the body or individual has the requisite competence for seeing the matter in a broader policy perspective and capacity to make a well-informed decision. This frees up the senior committees and senior postholders to use their time to further our strategic objectives. Guidelines for the use of Chair's action are included.
- 1.4 However comprehensive the Statement of primary responsibilities and Scheme of Delegation are and however clear their principles, some matters will still be subject to interpretation. The University Secretary and the Chief Finance Officer will advise on matters which are not explicitly addressed in the Scheme, so if in doubt please approach them for guidance.
- 1.5 In this Scheme of Delegation reference is made to the Office for Students. Where appropriate, such reference shall also be deemed to include UKRI.

2 Board of Governors

2.1 Statement of primary responsibilities

Under the Articles of Government (the full wording of which takes precedence over what is below) and government and funding body regulations the Board of Governors is responsible for, in the Bye Laws:

1. To set, and agree, the mission, strategic vision and values of the institution, with the University Executive Board.
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff and current and future students.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans

and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

4. Where the Board of Governors choose to delegate authority to the Vice Chancellor and President for the academic, corporate, financial, estate and human resource management of the institution, to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.
7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the institution.
9. To appoint the Vice Chancellor and President as the head of the institution and chief executive officer, and to put in place suitable arrangements for monitoring his/her performance.
10. To appoint a Secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution's assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for Health, Safety and Security as Equality, Diversity and Inclusion.
14. To receive assurance that adequate provision has been made for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity and diversity across the institution.

18. To maintain and protect the principles of academic freedom and freedom of speech legislation.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.
20. To observe the duties set out in the OfS Regulatory Framework and to ensure the University's continued compliance with the initial and ongoing conditions of registration.

The Articles may be amended with the approval of the Board and, depending on the changes, on application to the Office for Students.

Other primary responsibilities of the Board of Governors which are mentioned explicitly in the Instrument and Articles of Government:

| Article No | Primary responsibility |
|-------------------|---|
| 4.4 | The powers of Academic Board |
| 4.5 | Receiving and testing assurance from the Academic Board that academic governance including the standard of University awards, the student academic experience and student outcomes are adequate and effective |
| 4.7 | Appointment of the Chancellor |
| 6.3.1 | Regulations for the appointment of Chair, Deputy Chair and Senior Independent Governor |
| 6.3.2 | Regulations for the appointment of new Board members |
| 7.2a | Approval of rules on staff conduct |
| 7.2b | Approval of rules on student conduct |
| 8.1.1 | Ensuring the Students' Union acts fairly and democratically |
| 8.1.2 | Ensuring the Students' Union is accountable for its finances |
| 9.1 | Ensuring academic freedom as defined in the Articles of Government |
| Instrument 5 | Membership of the Board of Governors |
| Instrument 5 | Tenure of the members of the Board of Governors |
| Instrument 6 | Approval of allowances for Governors (travel and subsistence, not remuneration for their work) |
| Instrument 7 | Use of the Seal, delegated to two Governors or a Governor and the University Secretary |

Other legal and regulatory responsibilities deriving from UK legislation and funding body regulations not explicitly mentioned in the Articles.

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| Trusteeship of charitable funds and assets. |
| <u>Guardianship of UEL degree awarding powers</u> [which cannot be delegated, for example, to a partner institution], exercised by the Academic Board |
| Compliance with the OfS registration conditions and regulation Vice Chancellor & President acting as Accountable Officer Internal and external audit |
| Ensuring compliance with relevant laws and regulations including charity, higher education, equalities, human rights, company, consumer, competition, information governance, freedom of information, employment law, health and safety, anti-terrorism, anti-money laundering, anti-bribery, anti-slavery and fundraising laws. |

2.2 Non-delegable powers of the Board

We have seen above, in the *Statement of primary responsibilities*, what **cannot be delegated** by the Board according to the Articles of Government. The Board has agreed the following further interpretation on three matters in the Articles for operational purposes:

a) Educational character and mission

It is reserved to the Board to approve:

- full Strategic Plan and Business Plan, [including the finance, estates, human resources and information strategies and key performance indicators]

b) Financial sustainability

It is reserved to the Board to approve:

- medium-term, five-year financial forecasts
- annual budget, in association with the financial forecasts
- major variations to the annual budget, for example emergency extensive cost-cutting or restructuring
- audited financial statements and annual report
- appointment of internal and external auditors
- purchase and disposal of land, buildings and other property outside the approved estates strategy
- significant financial proposals such as capital projects, borrowing, lending and other financial transactions above a specified financial limit

- major strategic partnerships above a specified income/investment level, mergers, takeovers
- tuition fee policy
- establishment of major new income streams above a specified income level
- Bank mandates where the bank requires full Board approval
- risk management strategy and policy and strategic risk register
- incorporation of new subsidiary companies and joint venture companies [where a business/tax case is made (financial regulations 22.2)].

c) Employment

It is reserved to the Board to approve:

- the appointment and dismissal of the Vice-Chancellor & President
- the appointment and dismissal of the role of the University Secretary in the capacity as Secretary to the Board

but, in this Scheme, the Board has decided also to reserve to itself:

- appointment of a Chancellor of the University
- the broad employment terms and severance policy for senior postholders
- Equality and Diversity Strategy
- Health and Safety Policy
- Data Protection Policy and related Information Assurance Strategy
- Conflict of Interest Policy
- Matters concerning meeting Conditions of Registration with the OfS
- Amending or revoking of these Articles or the Instrument of Government
- Amending or revoking of any of the Regulations and Bye Laws

3 Scheme of delegation - delegated decision-making powers

The Board can delegate all its responsibilities other than those set out in Articles 4.1 and 5.2, as further interpreted by the list of items in Section 2.2 a), b), c) above. The rest of this Scheme of Delegation provides guidance on this, which can be further interpreted by the University Secretary or the Chief Finance Officer.

Delegated powers of Committees

3.1 Decisions delegated to the Audit and Risk Committee under its terms of reference and the Office for Students' Audit Code of Practice

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| Items for final decision/approval |
| Annual internal audit plan and annual expenditure on internal audit |
| Annual report to the Board of Governors plus attached reports such as internal and external audit and value for money annual reports |
| Acceptance of individual internal audit review reports |

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| Internal control and fraud |
| Public Interest Disclosure, Anti-Bribery, anti-money laundering and anti-slavery and regular reports on such matters |
| Approving the Financial Regulations |
| Monitoring compliance with regulatory matters such as Prevent, information, safeguarding arrangements and OfS conditions of registration |

3.2 Decisions delegated to the Finance and Resources Committee under its terms of reference and our approved financial regulations.

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| Items for final decision/approval |
| Grant applications and partnerships above a certain level of income ¹ |
| Treasury management and investment policy |
| Annual financial strategy |
| Approving the terms of the sale, lease and purchase of land and property where the decision in principle has been taken by the Board within the Estates (sub)strategy and in compliance with the <i>Terms and conditions of funding for higher education institutions</i> |
| Approving the final budget for construction, major maintenance above a certain level ² of a building and appointing the contractor, subject to tender process and to budget set by Board |
| Approving the fee policy |

3.3 Decisions delegated to the Governance and Search Committee under its terms of reference

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|--|
| Items for final decision/approval |
| Framework for recruitment and succession planning of Governors |
| Format and cost for reviews of the effectiveness of the Board |
| Membership and chairs/deputy chairs of committees to the Board, arrangements for appointment and terms of office of members to Academic Board |
| Arrangements for appointing a Chancellor |
| Policy on data collection from members of the Board of Governors to meet requirements contained in the OfS Regulatory Framework and the <i>Terms and conditions of funding for higher education institutions</i> |
| Policy and application of procedures in respect of Register of Interests, fit and proper person test and related party disclosures for Board members and senior staff |

¹ See summary financial table

² See summary financial table

3.4 Decisions delegated to the Remuneration and Staffing Committee under its terms of reference

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| Items for final decision/approval |
| Terms and conditions of service for individual senior postholders within the policy set by the Board |
| Remuneration packages, at initial appointment and at annual review, for individual senior postholders within the policy set by the Board |
| Performance management scheme for senior postholders |
| Severance packages for all postholders earning over £100K within the policy set by the Board and OfS |
| Policy on allowances and expenses for Board members |
| Staff policies, regulations and procedures within the overall human resources strategy |
| Staff hospitality and gifts policy and expenses policy |

3.5 Primary responsibilities of Academic Board under Article 3.3. Academic Board may, from time to time, delegate its authority as set out in the Articles of Government

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| Items for final decision/approval |
| Within the 'educational character and mission' of the University and its strategic and business plans approved by the Board: General issues relating to research, knowledge exchange, scholarship, courses, teaching and learning, including the Learning and Teaching Strategy |
| Admission criteria |
| Appointment/removal external examiners |
| Assessment policy (inc. best practice for continuation and progression) |
| Curriculum approval (to inc. provision for professional fitness and mental wealth) |
| Academic standards |
| Validation/review of programmes |
| Award/revocation of awards (inc. honourees) |
| Honorary appointments and visiting titles |
| Expulsion for academic reasons |
| Academic activity development and resource implications |
| Rules for conduct of students, to include discipline, suspension and expulsion |
| Approval/amendment academic regs |
| Collaborative provision compliance and enhancement |
| TEF - readiness |
| KEF - readiness |
| REF-readiness & research performance |
| Vision 2028 objectives relating to matters within academic board's primary responsibilities |

| |
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| Access and Participation Plan-consultation |
| Student Protection Plan-consultation |

3.6 Decisions reserved to the board of directors of a UEL subsidiary company under its Memorandum and Articles of Association

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|---|
| Items for final decision/approval |
| Appointment of directors |
| Annual budget |
| Audited financial statements and annual report |
| Appointment of auditors save where consolidated accounts will be prepared |
| Employment decisions relating to management of seconded staff |
| All other matters normally reserved to Directors under company law |

3.7 Decisions reserved to the Board of Trustees of the Students' Union under its approved constitution and regulated by the Charity Commission

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|--|
| Items for final decision/approval |
| Membership of board of trustees |
| Annual budget, for referral to Finance and Resources Committee |
| Audited financial statements for presentation to the Finance and Resources Committee |
| Staff policies and procedures where employed by Students' Union |
| Appointment of external auditors to the Students' Union |
| All other matters normally reserved to Trustees under company and charity law |

Delegated powers of individual postholders

The use of these powers from time to time should normally be recorded in writing.

3.8 Decisions delegated to Chair/Deputy Chair of Board of Governors:

Article 4.1.4 Suspension of a senior postholder, namely the Vice Chancellor and President or the University Secretary.

Other matters delegated to the Chair/Deputy Chair of Board of Governors are set out in the Bye Laws.

Also see summary financial table (3.11) and Chair's action between meetings (4) below

3.9 Decisions delegated to the chairs of other Board and Academic Board committees and panels

See summary financial table (3.11) and Chair's action between meetings (4) below

3.10 Primary responsibilities of the Vice-Chancellor & President

It follows that the Vice-Chancellor & President has overall executive responsibility for all matters not reserved to the Board of Governors. The Vice-Chancellor & President shall be responsible for devising the structure of the University Executive Board (UEB) and delegating authority for all such matters accordingly. The Board of Governors may from time to time request such evidence of such authority as it shall require.

In accordance with the Bye Laws, the Vice-Chancellor and President shall be responsible for the following:

- i. making proposals to the Board of Governors about the educational character and mission of the University, and for implementing the decisions of the Board of Governors;
- ii. the organisation, direction and management of the University and leadership of the staff;
- iii. the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Board of Governors - of the pay and conditions of service of staff other than the holders of senior posts;
- iv. the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities;
- v. preparing annual estimates of income and expenditure, for consideration by the Board of Governors, and for the management of budget and resources, within the estimates; approved by the Board of Governors; and
- vi. the maintenance of student discipline and, within the rules and procedures provided for by the University, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

In relation to (vi) the maintenance of student discipline and, within the rules and procedures provided for by the University, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons may also be delegated to the Provost or the Deputy Vice Chancellor. This acknowledges that the Vice-Chancellor and President may have to deal with any appeal that arises out of these decisions.

3.11 **Summary financial table** to be read in conjunction with the Financial Regulations, the wording of which takes precedence)

Approval of routine transactions within approved budgets/business plans (Financial regulations [Section 23](#)). All limits include VAT.

| Purchasing authority for capital and revenue expenditure per transaction | BoG FRC | Delegation |
|---|--------------------|---------------------------------------|
| >£250,000 | | VC&P / CFO |
| Up to £250,000 | | UEB Members |
| Up to £100,000 | | Dean of School / Corporate Director |
| Up to £25,000 | | Budget Holder |
| Up to £2,000 | | School / Directorate Authorised Buyer |

Approval limits for expenditure on Construction/Digital Projects and income on Partnerships

| | | |
|--------------|--|--|
| >£10m | Conducted in accordance with the Financial Regulations | Board approval required following endorsement by TPC and FRC |
| £5m to £10m | | FC approval required following endorsement by UEB and TPC |
| £2m to £5m | | UEB approval required |
| £500k to £2m | | VC&P / CFO |
| <£500k | | CFO, specifically for Income from partnerships PVC for C&E |

Approval limits for expenditure on Capital Projects where budgets have been exceeded post contract

| | | |
|---|--|--|
| >£2m and/or exceeding contingency and/or programme impact | Conducted in accordance with the Financial Regulations | Approval required by FRC |
| >£500k and/or exceeding contingency and/or programme impact | | Approval required by UEB |
| >£100k and/or exceeding contingency and/or programme impact | | Approval required by Project Board and CFO |
| <£100k within contingency no programme impact | | Director of Estates or Director of IT as appropriate |

| Approval limits for overspends on project | Delegation |
|---|------------------------------------|
| <£500k overspend on project | FRC to be informed |
| >£500k overspend on project | To be referred to FRC for approval |

Bank Payment Approval Mandate

a) University of East London Signatories

| Group A |
|---|
| Chief Finance Officer |
| Director of Finance |
| University Secretary and Chief Compliance Officer |
| Associate Director Financial Operations |
| Associate Director Financial Management |

| Group B |
|--|
| Head of Financial Accounts |
| Financial Accountant - Financial Reporting |
| Financial Accountant – Treasury & Capital |
| Financial Accountant – Tax & Compliance |

Approving Limits

| Payments Limits | Signing Rules |
|----------------------|--|
| < £25k | 1 from Group A or B |
| £25,000 to £100,000 | 2 from Group A or B |
| £100,000 to £200,000 | 1 from Group A and 1 from Group A or B |
| >£200,000 | 2 from Group A |

b) Subsidiary companies – Knowledge Dock Limited and UEL Professional Services Signatories

| Group A |
|--|
| Pro-Vice Chancellor Careers & Enterprise |
| Pro Vice Chancellor, Impact & Innovation |
| Director of Finance |
| Business Centre Manager |

| |
|--|
| Group B |
| Head of Financial Accounts |
| Financial Accountant – Financial Reporting |
| Financial Accountant – Treasury & Capital |
| Financial Accountant – Tax & Compliance |

Approving Limits

| Payments Limits | Signing Rules |
|---------------------|--|
| < £25k | 1 from Group A or B |
| £25,000 to £100,000 | 1 from Group A and 1 from Group A or B |
| >£100,000 | 2 from Group A |
| >£200,000 | 2 from Group A |

In addition to the payment approval mandate as set out in the tables above, The Director of Finance can approve monthly payroll payment of up to 1/12th plus 5% of the annual salary budget for the University and its subsidiary companies. The Vice-Chancellor and President or Chief Finance Officer must approve monthly payroll above 1/12th plus 5% of the annual salary budget for the University and its subsidiary companies.

3.12 Principles of delegation on international initiatives

The approved position, which reflects the general principles throughout this paper, is that where no UEL investment of its own assets, other than management or staff time and travel costs, is involved and where the objects of the partner or initiative fit with the educational character and mission of the University, then the Vice-Chancellor & President, with Academic Board, has the power to approve international partners and other projects.

Where, however, a financial investment is to be made, or where a legal interest is being taken in a property, the Board or its committees should take the decision to approve the partnership or project and it will expect to see a Business Plan, KPIs, risk assessment and evidence that due diligence has been conducted and independent legal advice taken. Compliance with Charity law and the terms and conditions of funding for higher education institutions is essential.

Where any partnership or project would alter UEL's strategy or educational character the Board is the approving authority as these matters cannot be delegated. The following table shows who has authority to approve international initiatives.

Summary international table

| | |
|------------------------------|---|
| | Items for final decision/approval |
| Vice-Chancellor & President, | Recruitment agents Appointment of staff overseas |

| | |
|---------------------------------|--|
| UEB nominee or Academic Board | <p>Overseas offices where no UEL legal interest or investment of financial assets is involved</p> <p>Academic collaborative partners and articulation agreement (see Quality Manual) where no UEL financial assets are invested</p> <p>Memoranda of Understanding/Cooperation</p> <p>Bursary schemes</p> <p>Exchange schemes</p> |
| Finance and Resources Committee | Leases, licences for premises overseas involving up to £1,250,000 investment |
| Audit and Risk Committee | Where referred upwards by the Vice-Chancellor & President, tactics for major litigation with overseas agents or partners |
| Board of Governors | <p>International strategy within overall Strategic Plan</p> <p>Strategic international partnerships involving any investment of UEL assets beyond staff and management time and travel costs</p> <p>Sale or purchase of premises overseas</p> <p>Leases, licences for premises overseas involving above £1,250,000 investment</p> <p>Major new initiatives which have not been operated by UEL previously such as the Global Examinations Board</p> <p>Establishment of new subsidiary or partly owned companies</p> <p>Joint ventures</p> |

3.13 Principles of delegation in relation to research, consultancy and knowledge exchange

The Vice-Chancellor & President has delegated authority to execute agreements relating to research, consultancy and knowledge exchange to the PVC Impact & Innovation who may in turn delegate authority within the general limits set out in paragraph 3.11.

4 Chair's action between meetings

The following categories of business may be conducted by the Chair of the Board of Governors, Academic Board or any of their subcommittees and panels and by chairs

of boards of directors of subsidiary companies. Chairs should use reasonable endeavours to contact all other members before taking Chair's action.

The first three delegations are minuted in advance and then reported back at the next meeting of the board or committee.

The fourth to sixth delegation are requested in writing by officers between meetings, supported by background information and then reported back at the next meeting of the board or committee

The relevant board or committee will monitor the use made of Chair's action.

| | |
|---|---|
| 1 | Business which is unfinished at a board or committee meeting for lack of information but on which a clear steer is given to guide the decision when the information becomes available |
| 2 | Business which is approved at a board or committee subject to certain conditions to be met by the management or other parties and signed off by the chair |
| 3 | Business involving signature/s to the detailed formal paperwork associated with a prior decision of a board or committee such as the sale of a building |
| 4 | The signing of routine contracts that commit UEL, or a subsidiary company, above a certain level of expenditure |
| 5 | Routine decisions on senior postholders (Chair of the Board/Remuneration Committee only) |
| 6 | Urgent business between meetings, canvassing the support of other board and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of the board or committee and should only be taken where there is material risk to UEL, or a subsidiary company |

5 Confidentiality protocol, reserved business and conflicts of interest

- 5.1 All Governors are bound by the protocols regarding confidentiality set out in the Statement of Expectations
- 5.2 The Chair of the Board of Governors and University Secretary will confirm when matters before the Board should be regarded as 'reserved business' and not subject to disclosure.
- 5.3 All Governors and members of the University Executive Board are Bound to disclose any conflicts of interest on an annual basis or when any such issue arises.

6 Acronyms

| | |
|------|--------------------------------------|
| OFS | Office for Students |
| QSC | Quality and Standards Committee |
| UKRI | United Kingdom Research & Innovation |
| UEB | University Executive Board |
| UMB | University Management Board |

Version Control

| Date of Approval | Board/Committee | Responsible Officer | Review Date |
|-------------------------|------------------------------|----------------------------|--------------------|
| V1 16 Feb 2021 | BoG on advice of ARC and FRC | University Secretary | Sept 2021 |
| V2 Sept 2021 | BoG on advice of ARC and FRC | University Secretary | Sept 2022 |
| V3 Sept 2021 | BoG on advice of ARC and FRC | University Secretary | Sept 2023 |
| V4 August 2023 | BoG on advice of ARC and FRC | University Secretary | Sept 2024 |

